

# AFC ENTERPRISES INC

## FORM 10-Q (Quarterly Report)

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

**FORM 10-Q**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended April 21, 2013

OR

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 000-32369



**AFC Enterprises, Inc.**

(Exact name of registrant as specified in its charter)

**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**58-2016606**  
(IRS Employer  
Identification No.)

**400 Perimeter Center Terrace, Suite 1000**  
**Atlanta, Georgia**  
(Address of principal executive offices)

**30346**  
(Zip code)

**(404) 459-4450**  
(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of "large accelerated filer", "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of May 19, 2013 there were 23,877,767 shares of the registrant's common stock, par value \$.01 per share, outstanding.

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**Table of Contents**

**AFC ENTERPRISES, INC.  
INDEX**

	<u>Page</u>
<b>PART 1 FINANCIAL INFORMATION</b>	
Item 1. Financial Statements (unaudited)	
Condensed Consolidated Balance Sheets as of April 21, 2013 and December 30, 2012	2
Condensed Consolidated Statements of Operations for the Sixteen Week Periods Ended April 21, 2013 and April 15, 2012	3
Condensed Consolidated Statement of Comprehensive Income for the Sixteen Week Periods Ended April 21, 2013 and April 15, 2012	4
Condensed Consolidated Statement of Changes in Shareholders' Equity for the Sixteen Week Period Ended April 21, 2013	5
Condensed Consolidated Statements of Cash Flows for the Sixteen Week Periods Ended April 21, 2013 and April 15, 2012	6
Notes to Unaudited Condensed Consolidated Financial Statements	7
Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations	13
Item 3. Quantitative and Qualitative Disclosures About Market Risk	23
Item 4. Controls and Procedures	24
<b>PART 2 OTHER INFORMATION</b>	
Item 1. Legal Proceedings	25
Item 1A. Risk Factors	25
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds	25
Item 6. Exhibits	26
SIGNATURE	27
EX-31.1	
EX-31.2	
EX-32.1	
EX-32.2	
EX-101	

## Table of Contents

### Part 1. Financial Information

#### Item 1. Financial Statements

##### AFC Enterprises, Inc.

Condensed Consolidated Balance Sheets (unaudited)  
(In millions, except share data)

	<u>04/21/13</u>	<u>12/30/12</u>
<b>Current assets:</b>		
Cash and cash equivalents	\$ 13.3	\$ 17.0
Accounts and current notes receivable, net	8.1	7.3
Other current assets	4.7	4.2
Advertising cooperative assets, restricted	29.7	25.7
Total current assets	<u>55.8</u>	<u>54.2</u>
<b>Long-term assets:</b>		
Property and equipment, net	57.7	51.3
Goodwill	11.1	11.1
Trademarks and other intangible assets, net	53.8	53.9
Other long-term assets, net	1.7	1.9
Total long-term assets	<u>124.3</u>	<u>118.2</u>
Total assets	<u>\$ 180.1</u>	<u>\$ 172.4</u>
<b>Current liabilities:</b>		
Accounts payable	\$ 6.5	\$ 7.6
Other current liabilities	4.8	5.9
Current debt maturities	6.3	6.0
Advertising cooperative liabilities	29.7	25.7
Total current liabilities	<u>47.3</u>	<u>45.2</u>
<b>Long-term liabilities:</b>		
Long-term debt	63.6	66.8
Deferred credits and other long-term liabilities	28.8	26.2
Total long-term liabilities	<u>92.4</u>	<u>93.0</u>
<b>Commitments and contingencies</b>		
<b>Shareholders' equity:</b>		
Preferred stock (\$.01 par value; 2,500,000 shares authorized; 0 shares issued and outstanding)	—	—
Common stock (\$.01 par value; 150,000,000 shares authorized; 23,867,434 and 23,907,428 shares issued and outstanding at April 21, 2013 and December 30, 2012, respectively)	0.2	0.2
Capital in excess of par value	84.1	87.6
Accumulated deficit	(43.2)	(52.8)
Accumulated other comprehensive loss	(0.7)	(0.8)
Total shareholders' equity	<u>40.4</u>	<u>34.2</u>
Total liabilities and shareholders' equity	<u>\$ 180.1</u>	<u>\$ 172.4</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

## Table of Contents

### AFC Enterprises, Inc.

Condensed Consolidated Statements of Operations (unaudited)  
(In millions, except per share data)

	16 Weeks Ended	
	04/21/13	04/15/12
<b>Revenues:</b>		
Sales by company-operated restaurants	\$ 23.9	\$ 19.8
Franchise revenues	35.2	31.7
Rent and other revenues	1.3	1.3
Total revenues	<u>60.4</u>	<u>52.8</u>
<b>Expenses:</b>		
Restaurant employee, occupancy and other expenses	11.3	9.4
Restaurant food, beverages and packaging	7.9	6.6
Rent and other occupancy expenses	1.1	0.9
General and administrative expenses	22.0	20.4
Depreciation and amortization	1.8	1.3
Other expenses (income), net	0.1	—
Total expenses	<u>44.2</u>	<u>38.6</u>
<b>Operating profit</b>	16.2	14.2
Interest expense, net	1.1	1.1
<b>Income before income taxes</b>	15.1	13.1
Income tax expense	5.5	4.8
<b>Net income</b>	<u>\$ 9.6</u>	<u>\$ 8.3</u>
<b>Earnings per common share, basic:</b>	<u>\$ 0.41</u>	<u>\$ 0.34</u>
<b>Earnings per common share, diluted:</b>	<u>\$ 0.40</u>	<u>\$ 0.34</u>
<b>Weighted-average shares outstanding:</b>		
Basic	23.6	24.1
Diluted	24.3	24.6

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

## Table of Contents

### AFC Enterprises, Inc.

Condensed Consolidated Statements of Comprehensive Income (unaudited)  
(In millions)

	16 Weeks Ended	
	4/21/13	4/15/12
<b>Net income</b>	\$ 9.6	\$ 8.3
<b>Other comprehensive income</b>		
Net change in fair value of cash flow hedge	0.2	(0.1)
Other comprehensive income, before income tax	0.2	(0.1)
Income tax on other comprehensive income	(0.1)	-
Other comprehensive income, net of income taxes	0.1	(0.1)
<b>Comprehensive income</b>	<u>\$ 9.7</u>	<u>\$ 8.2</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

## Table of Contents

### AFC Enterprises, Inc.

Condensed Consolidated Statement of Changes in Shareholders' Equity (unaudited)  
(In millions, except share data)

	Common Stock			Accumulated Deficit	Accumulated Other Comprehensive Loss	Total
	Number of Shares	Amount	Capital in Excess of Par			
<b>Balance at December 30, 2012</b>	23,907,428	\$ 0.2	\$ 87.6	\$ (52.8)	\$ (0.8)	\$ 34.2
Net income	—	—	—	9.6	—	9.6
Change in fair value of cash flow hedge, net of income taxes	—	—	—	—	0.1	0.1
Repurchases and retirement of shares	(138,100)	—	(5.0)	—	—	(5.0)
Issuance of common stock under stock option plan	162,243	—	0.8	—	—	0.8
Issuance of restricted stock awards, net of forfeitures	(64,137)	—	(2.2)	—	—	(2.2)
Excess tax benefits from stock-based compensation	—	—	1.5	—	—	1.5
Stock-based compensation expense	—	—	1.4	—	—	1.4
<b>Balance at April 21, 2013</b>	<u>23,867,434</u>	<u>\$ 0.2</u>	<u>\$ 84.1</u>	<u>\$ (43.2)</u>	<u>\$ (0.7)</u>	<u>\$ 40.4</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.



## Table of Contents

### AFC Enterprises, Inc.

Condensed Consolidated Statements of Cash Flows (unaudited)  
(In millions)

	16 Weeks Ended	
	04/21/13	04/15/12
<b>Cash flows provided by (used in) operating activities:</b>		
Net income	\$ 9.6	\$ 8.3
Adjustments to reconcile net income to net cash provided by (used in) operating activities:		
Depreciation and amortization	1.8	1.3
Asset write-downs	0.1	0.1
Net gain on sale of assets	—	(0.1)
Deferred income taxes	0.1	0.4
Non-cash interest expense, net	0.1	0.1
Provision for credit losses	—	(0.1)
Excess tax benefits from share-based payment arrangements	(1.5)	(0.8)
Stock-based compensation expense	1.4	1.4
Change in operating assets and liabilities:		
Accounts receivable	(0.8)	0.3
Other operating assets	0.9	3.1
Accounts payable and other operating liabilities	(1.7)	(3.6)
Net cash provided by operating activities	<u>10.0</u>	<u>10.4</u>
<b>Cash flows used in investing activities:</b>		
Capital expenditures	(8.2)	(1.2)
Net cash used in investing activities	<u>(8.2)</u>	<u>(1.2)</u>
<b>Cash flows provided by (used in) financing activities:</b>		
Principal payments — 2010 credit facility (term loan)	(2.8)	(2.5)
Share repurchases	(5.0)	(3.3)
Proceeds from exercise of employee stock options	0.8	0.4
Excess tax benefits from share-based payment arrangements	1.5	0.8
Other financing activities, net	—	(0.2)
Net cash used in financing activities	<u>(5.5)</u>	<u>(4.8)</u>
Net increase (decrease) in cash and cash equivalents	(3.7)	4.4
Cash and cash equivalents at beginning of year	<u>17.0</u>	<u>17.6</u>
Cash and cash equivalents at end of quarter	<u>\$ 13.3</u>	<u>\$ 22.0</u>

The accompanying notes are an integral part of these unaudited condensed consolidated financial statements.

**AFC Enterprises, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 1 — Description of Business**

AFC Enterprises, Inc. (“AFC” or the “Company”) develops, operates and franchises quick-service restaurants under the trade names Popeyes® Chicken & Biscuits and Popeyes® Louisiana Kitchen (collectively “Popeyes”) in 47 states, 3 territories, and 28 foreign countries.

**Note 2 — Significant Accounting Policies**

The Company’s significant accounting policies are presented in Note 2 to the Company’s consolidated financial statements for the fiscal year ended December 30, 2012, which are contained in the Company’s 2012 Annual Report on Form 10-K (“2012 Form 10-K”). The significant accounting policies that are most critical and aid in fully understanding and evaluating the reported financial results include the following:

**Basis of Presentation.** The accompanying condensed consolidated financial statements have been prepared in accordance with the rules and regulations of the Securities and Exchange Commission (the “SEC”) for interim financial information. Accordingly, certain information required by generally accepted accounting principles in the United States (“GAAP”) for complete financial statements is not included. The Consolidated Balance Sheet data as of December 30, 2012 that is presented herein was derived from the Company’s audited consolidated financial statements for the fiscal year then ended. The condensed consolidated financial statements as of April 21, 2013, have not been audited by the Company’s independent registered public accountants, but in the opinion of management, they contain all normal recurring adjustments necessary for a fair statement of the Company’s financial condition and results of operations for the interim periods presented. Interim period operating results are not necessarily indicative of the results expected for the full fiscal year. The Company suggests that the accompanying financial statements be read in conjunction with the consolidated financial statements and notes thereto included in the 2012 Form 10-K. Except as disclosed herein, there has been no material change in the information disclosed in the notes to our consolidated financial statements included in the 2012 Form 10-K.

**Use of Estimates .** The preparation of condensed consolidated financial statements in conformity with GAAP requires the Company’s management to make estimates and assumptions that affect the reported amounts of assets and liabilities. These estimates affect the disclosure of contingent assets and liabilities as of the date of the condensed consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

**Recently Adopted Accounting Pronouncements.** In July 2012, the FASB issued guidance on testing indefinite-lived intangible assets for impairment. The guidance allows an entity the option first to assess qualitative factors to determine whether the existence of events and circumstances indicates that it is more likely than not that the indefinite-lived intangible asset is impaired. If, after assessing the totality of events and circumstances, an entity concludes that it is not more likely than not that the indefinite-lived intangible asset is impaired, then the entity is not required to take further action. However, if an entity concludes otherwise, then it is required to determine the fair value of the indefinite-lived intangible asset and perform the quantitative impairment test by comparing the fair value with the carrying amount. This guidance was effective for the Company in the first quarter of fiscal 2013. The measurement provisions of this guidance did not impact our financial statements and all necessary disclosures have been complied within this Form 10-Q.

Effective December 31, 2012, the Company adopted Accounting Standards Update 2013-02, “Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income.” The updated standard requires the reporting of reclassifications out of accumulated other comprehensive income (“AOCI”). We are required to present either on the face of the statement where net income is presented or in the notes to the financial statements significant amounts reclassified out of accumulated other comprehensive income (loss) by the respective line items of net income. For the first quarters of 2013 and 2012, we did not have any significant amounts reclassified out of AOCI. All necessary disclosures have been complied within this Form 10-Q.

**Note 3 — Other Current Liabilities**

(In millions)	04/21/13	12/30/12
Accrued wages, bonuses and severances	\$ 2.3	\$ 2.6
Other	2.5	3.3
Other current liabilities	4.8	5.9
	\$	\$

## Table of Contents

### AFC Enterprises, Inc. Notes to Unaudited Condensed Consolidated Financial Statements (continued)

#### Note 4 — Fair Value Measurements

The following table reflects assets and liabilities that are measured at fair value on a recurring basis as of April 21, 2013 and December 30, 2012:

(In millions)	Quoted Prices in Active Markets for Identical Asset or Liability (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)	Carrying Value
<b>April 21, 2013</b>				
Financial Assets				
Cash equivalents	\$ 13.3	\$ —	\$ —	\$ 13.3
Restricted cash (advertising cooperative assets)	4.3	—	—	4.3
<b>Total assets at fair value</b>	<b>\$ 17.6</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 17.6</b>
Financial Liabilities				
Interest rate swap agreement	\$ —	\$ 1.1	\$ —	\$ 1.1
Long term debt and other borrowings	—	70.6	—	69.9
<b>Total liabilities at fair value</b>	<b>\$ —</b>	<b>\$ 71.7</b>	<b>\$ —</b>	<b>\$ 71.0</b>
<b>December 30, 2012</b>				
Financial Assets				
Cash equivalents	\$ 17.0	\$ —	\$ —	\$ 17.0
Restricted cash (advertising cooperative assets)	4.3	—	—	4.3
<b>Total assets at fair value</b>	<b>\$ 21.3</b>	<b>\$ —</b>	<b>\$ —</b>	<b>\$ 21.3</b>
Financial Liabilities				
Interest rate swap agreement	\$ —	\$ 1.3	\$ —	\$ 1.3
Long Term debt and other borrowings	—	74.4	—	72.8
<b>Total liabilities at fair value</b>	<b>\$ —</b>	<b>\$ 75.7</b>	<b>\$ —</b>	<b>\$ 74.1</b>

There were no transfers among levels within the fair value hierarchy during the sixteen weeks ended April 21, 2013.

At April 21, 2013 and December 30, 2012, the fair value of the Company's current assets and current liabilities approximates carrying value because of the short-term nature of these instruments.

The fair value of our interest rate swap is based on the sum of all future net present value cash flows. The future cash flows are derived based on the terms of our interest rate swap, as well as considering published discount factors, and projected London Interbank Offered Rates ("LIBOR"). The fair values of each of our long-term debt instruments are based on the amount of future cash flows associated with each instrument, discounted using our current borrowing rate for similar debt instruments of comparable maturity.

#### Note 5 — Long-Term Debt

(In millions)	04/21/13	12/30/12
<b>2010 Credit Facility:</b>		
Revolving credit facility	\$ 37.0	\$ 37.0
Term loan	28.5	31.3
Capital lease obligations	2.3	2.3
Other notes	2.1	2.2
	69.9	72.8
Less current portion	(6.3)	(6.0)
Long-term debt	\$ 63.6	\$ 66.8

**2010 Credit Facility.** On December 23, 2010, the Company entered into a bank credit facility (the "2010 Credit Facility") with a group of lenders consisting of a five year \$60.0 million revolving credit facility and \$40.0 million term loan.

Under the terms of the revolving credit facility, the Company may obtain other short-term borrowings up to \$10.0 million and letters of credit up to \$25.0 million. Collectively, these other borrowings and letters of credit may not exceed the amount of unused borrowings under the 2010 Credit Facility. As of April 21, 2013, the Company had \$0.4 million of outstanding letters of credit. Availability for short-term borrowings and letters of credit under the revolving credit facility was \$22.6 million.

## Table of Contents

### AFC Enterprises, Inc. Notes to Unaudited Condensed Consolidated Financial Statements (continued)

As of April 21, 2013, the Company was in compliance with the financial and other covenants of the 2010 Credit Facility. As of April 21, 2013, the Company's weighted average interest rate for all outstanding indebtedness under the 2010 Credit Facility was 3.7%.

**Interest Rate Swap Agreements.** On February 22, 2011, the Company entered into new interest rate swap agreements limiting the interest rate exposure on \$30.0 million of the term loan debt to a fixed rate of 4.8%. The term of the swap agreements expires March 31, 2015.

The Company's interest rate swap agreements are derivative instruments that are designated as cash flow hedges. The fair value gain or loss on the interest rate swaps is included as a component of the "Accumulated other comprehensive loss" ("AOCL"). The following tables summarize the fair value of the Company's interest rate swap agreements and the effect on the financial statements:

#### Fair Values of Derivative Instruments

(In millions)	Derivative Instrument	Balance Sheet Location	04/21/13	12/30/12
	Interest rate swap agreements	Deferred credits and other long-term liabilities	\$ 1.1	\$ 1.3

#### Note 6 — Deferred Credits and Other Long-Term Liabilities

(In millions)	04/21/13	12/30/12
Deferred franchise revenues	\$ 4.5	\$ 2.4
Deferred gains on unit conversions	1.0	1.1
Deferred rentals	7.3	7.0
Above-market rent obligations	2.6	2.7
Deferred income taxes	9.4	9.3
Other	4.0	3.7
Deferred credits and other long-term liabilities	\$ 28.8	\$ 26.2

#### Note 7 — Accumulated Other Comprehensive Loss

(In millions)	Gains and Losses on Cash Flow Hedges	Total
Beginning balance December 31, 2012	\$ (0.8)	\$ (0.8)
Amount reclassified from accumulated other comprehensive loss	0.1	0.1
Net current-period other comprehensive income	0.1	0.1
Ending balance April 21, 2013	\$ (0.7)	\$ (0.7)

- (a) All amounts are net of income taxes.
- (b) See separate table below for details about these reclassifications.

**Table of Contents**

**AFC Enterprises, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (continued)**

Details about Accumulated Other Comprehensive Loss Components	Amount Reclassified	
	from Accumulated Other Comprehensive Loss	Affected Line Item in the Statement Where Net Income is Presented
Losses on cash flow hedges	\$ (0.2)	Interest expense, net
	(0.2)	Income before income taxes
	0.1	Income tax expense
	\$ (0.1)	Net income

(a) Amounts in parentheses indicate reductions to income.

**Note 8 — Other Expenses (Income), Net**

(In millions)	16 Weeks Ended	
	04/21/13	04/15/12
Asset write-downs	\$ 0.1	\$ 0.1
Net gain on sale of assets	—	(0.1)
Other expenses (income), net	\$ 0.1	\$ —

**Note 9 — Commitments and Contingencies**

**Litigation.** The Company is a defendant in various legal proceedings arising in the ordinary course of business, including claims resulting from “slip and fall” accidents, employment-related claims, claims from guests or employees alleging illness, injury or other food quality, health or operational concerns and claims related to franchise matters. The Company establishes reserves to provide for the settlement of such matters when payment is probable and reasonably estimable. The Company’s management believes their ultimate resolution will not have a material adverse effect on the Company’s financial condition or its results of operations.

**Insurance Programs.** The Company carries property, general liability, business interruption, crime, directors and officers liability, employment practices liability, environmental and workers’ compensation insurance policies which it believes are customary for businesses of its size and type. Pursuant to the terms of their franchise agreements, the Company’s franchisees are also required to maintain certain types and levels of insurance coverage, including commercial general liability insurance, workers’ compensation insurance, all risk property and automobile insurance.

The Company has established reserves with respect to the programs described above based on the estimated total losses the Company will experience. At April 21, 2013, the Company’s insurance reserves of approximately \$0.2 million were collateralized by letters of credit and/or cash deposits of \$0.5 million.

**Note 10 — Interest Expense, Net**

(In millions)	16 Weeks Ended	
	04/21/13	04/15/12
Interest on debt	\$ 0.9	\$ 0.8
Amortization and write-offs of debt issuance costs	0.1	0.1
Other debt related charges	0.1	0.2
Interest expense, net	\$ 1.1	\$ 1.1

**Note 11 — Income Taxes**

The Company’s effective tax rates were 36.4% and 36.6% for the sixteen week periods ended April 21, 2013 and April 15, 2012, respectively. The effective tax rates differ from statutory rates due to adjustments to estimated tax reserves, tax credits and permanent differences between reported income and taxable income for tax purposes.

**AFC Enterprises, Inc.**  
**Notes to Unaudited Condensed Consolidated Financial Statements (continued)**

As of April 21, 2013 and December 30, 2012, the amount of unrecognized tax benefits was approximately \$1.3 million, of which approximately \$0.2 million, if recognized, would affect the effective income tax rate.

The Company files income tax returns in the United States and various state jurisdictions. The U.S. federal tax years 2010 and 2011 are open to audit. In general, the state tax years open to audit range from 2008 through 2011.

**Note 12 — Components of Earnings Per Common Share Computation**

The Company’s basic earnings per share calculation is computed based on the weighted-average number of common shares outstanding. Diluted earnings per share calculation is computed based on the weighted-average number of common shares outstanding adjusted by the number of additional shares that would have been outstanding had the potentially dilutive common shares been issued. Potentially dilutive common shares include employee stock options, non-vested restricted stock awards and non-vested restricted share units. Performance based awards are included in the average diluted shares outstanding each period if the performance criteria have been met at the end of the respective periods.

Potentially dilutive shares are excluded from the diluted earnings per share computation in periods in which they have an anti-dilutive effect. During the sixteen week period ended April 21, 2012, approximately 0.1 million stock options were not included in the computation of diluted earnings per share.

<b>(In millions)</b>	<b>16 Weeks Ended</b>	
	<b>04/21/13</b>	<b>04/15/12</b>
<b>Numerator for earnings per share computation:</b>		
Net Income	\$ 9.6	\$ 8.3
<b>Denominator for basic earnings per share — weighted average shares</b>		
	23.6	24.1
<b>Dilutive employee stock awards</b>		
	0.7	0.5
<b>Denominator for diluted earnings per share</b>		
	24.3	24.6

## Table of Contents

### AFC Enterprises, Inc. Notes to Unaudited Condensed Consolidated Financial Statements (continued)

#### Note 13 — Segment Information

Based on its internal reporting and management structure, the Company has determined that it has two reportable segments: franchise operations and company-operated restaurants. The company-operated restaurant segment derives its revenues from the operation of company owned restaurants. The franchise segment consists of domestic and international franchising activities and derives its revenues principally from (1) ongoing royalty payments that are determined based on a percentage of franchisee sales; (2) franchise fees associated with new restaurant openings; (3) development fees associated with the opening of new franchised restaurants in a given market; and (4) rental income associated with properties leased or subleased to franchisees. Operating profit for each reportable segment includes operating results directly allocable to each segment plus a 5% inter-company royalty charge from franchise operations to company-operated restaurants.

	<u>16 Weeks Ended</u>	
	<u>04/21/13</u>	<u>04/15/12</u>
<b>Revenues</b>		
Franchise operations (a)	\$ 36.5	\$ 33.0
Company-operated restaurants	23.9	19.8
	<u>\$ 60.4</u>	<u>\$ 52.8</u>
<b>Operating profit before unallocated expenses</b>		
Franchise operations (b)	15.8	13.8
Company-operated restaurants	2.3	1.7
	<u>18.1</u>	<u>15.5</u>
Less unallocated expenses (c)		
Depreciation and amortization	1.8	1.3
Other expenses (income), net	0.1	—
<b>Operating Profit</b>	<u>16.2</u>	<u>14.2</u>
Interest expense, net	1.1	1.1
<b>Income before income taxes</b>	<u>15.1</u>	<u>13.1</u>
Income tax expense	5.5	4.8
<b>Net income</b>	<u>\$ 9.6</u>	<u>\$ 8.3</u>
<b>Capital expenditures</b>		
Franchise operations	\$ 3.8	\$ 0.2
Company-operated restaurants	4.4	1.0
	<u>\$ 8.2</u>	<u>\$ 1.2</u>

(a) Franchise operations revenues exclude 5% inter-segment royalties.

(b) Includes inter-segment royalties for the quarter of \$1.2 million in 2013 and \$1.0 million in 2012.

(c) Amounts have not been allocated to reportable segments for performance reporting purposes in accordance with the Company's method of internal reporting.

## Table of Contents

### Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion and analysis for AFC Enterprises, Inc. ("AFC" or the "Company") should be read in conjunction with our condensed consolidated financial statements included in Part 1, Item 1 of this quarterly report and in conjunction with the Company's Annual Report on Form 10-K for the fiscal year ended December 30, 2012 (the "2012 Form 10-K").

#### Nature of Business

We develop, operate and franchise quick-service restaurants ("QSRs") under the trade names Popeyes<sup>®</sup> Chicken & Biscuits and Popeyes<sup>®</sup> Louisiana Kitchen (collectively "Popeyes"). The Company operates two business segments: franchise operations and company-operated restaurants.

As of April 21, 2013, we operated and franchised 2,119 Popeyes restaurants in 47 states, 3 territories, and 28 foreign countries.



Total Operating Restaurants as of:	04/21/13	12/30/12
Domestic restaurants:		
Company-Operated	46	45
Franchised	1,650	1,634
International restaurants:		
Franchised	423	425
Total	2,119	2,104

#### Our Business Strategy

The Company continues to strengthen its competitive position in the restaurant industry and quick service restaurant sector by executing its Strategic Plan which is based on the following pillars:

- Build a Distinctive Brand
  - o The first quarter consisted of three consecutive successful national promotions: Butterfly Shrimp Tackle Box, Cajun Surf N' Turf and Rip'n Chicken.
  - o Popeyes' first quarter domestic same-store sales of 4.5% represents the 12th consecutive quarter of positive results and the 20th consecutive quarter we have outpaced the Chicken-QSR category according to independent industry research. Our strong appeal to a broader audience, more effective messaging and sustained media has also led us to beat the overall QSR category for six consecutive quarters.
- Run Great Restaurants
  - o In the first quarter, we made several design changes to our Guest Experience Monitor, or GEM, in order to improve the accuracy and reduce the amount of time needed to take the survey. With these adjustments, GEM percent delighted scores were approximately 65% at the end of the first quarter.
  - o As of the end of the first quarter, approximately 35% of the domestic system was in the new Popeyes Louisiana Kitchen image. We expect to end our fiscal year with approximately 60% of our domestic system in the new image. Excluding new restaurants, sales volumes of remodeled restaurants are trending approximately four percentage points higher than the system average based on preliminary data.
- Grow Restaurant Profits
  - o Average restaurant operating profit before rent of Popeyes domestic freestanding franchised restaurants increased by nearly \$40,000 to 20.4% of total revenues for fiscal 2012, marking the fourth consecutive year of increased profits.



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## Table of Contents

- o Our strong sales performance and our continued focus on cost saving initiatives helped offset commodity inflation of approximately 2% for the first quarter 2013. For full year 2013, we expect commodity costs to be essentially flat versus the prior year.
- Accelerate Quality Restaurant Openings
  - o The average annualized volumes of Popeyes new domestic freestanding restaurants opened in 2012 are trending at approximately \$1.6 million compared to the overall system average of approximately \$1.2 million.
  - o Popeyes opened 23 domestic restaurants, representing the highest number of restaurants opened in the first quarter in seven years.
  - o In the first quarter, the Company converted and franchised three of the 26 restaurants acquired in 2012 in California and Minnesota. Fees associated with the franchising of these units totaled approximately \$700,000. The remaining 21 acquired restaurants are expected to be converted at a steady pace over the balance of 2013. Two acquired restaurants were converted and franchised in 2012.
  - o In the first quarter, 17 new restaurants were opened internationally. The initial sales results of new international restaurants are trending higher than their respective market averages as a result of improved site selection and marketing support.
- Create a Culture of Servant Leaders
  - o Popeyes greatest opportunity lies in creating a guest experience that is as distinctive as our food. We believe the guest experience begins with employees. Using research and insights from employees and guests, we are building new tools to better support our restaurant leaders.

## Management Overview of First Quarter 2013 Operating Results

Our first quarter of 2013 results and highlights include the following:

- Reported net income was \$9.6 million compared to \$8.3 million last year. On a diluted share basis, reported net income was \$0.40 compared to \$0.34 last year. Adjusted earnings per diluted share increased by 14% to \$0.40 compared to \$0.35 in 2012. Adjusted earnings per diluted share is a supplemental non-GAAP measure of performance. See the heading entitled “Management’s Use of Non-GAAP Financial Measures.”
- Global same-store sales increased 4.5% rolling over a 7.4% increase last year. Domestic same-store sales increased 4.5% compared to an 8.1% increase in 2012. International same-store sales increased 4.1% versus a 2.3% increase last year. Our first quarter two-year same-store sales growth was 12.6% for domestic and 6.4% for international.
- Global system-wide sales increased 10.2% compared to an 11.8% increase last year.
- The Popeyes system opened 40 restaurants and permanently closed 24 restaurants, resulting in 16 net openings compared to 9 net openings last year.
- Operating EBITDA was \$18.1 million, or 30.0% of total revenues, compared to \$16.0 million, or 30.3% of total revenues in the prior year. Operating EBITDA is a supplemental non-GAAP measure of performance. See the heading entitled “Management’s Use of Non-GAAP Financial Measures.”
- The Company’s free cash flow was \$11.5 million compared to \$9.8 million in the first quarter of 2012. The Company invested \$8.2 million in various capital projects and used approximately \$5.0 million of cash to repurchase 138,100 shares of our common stock. Free cash flow is a supplemental non-GAAP measure of performance. See the heading entitled “Management’s Use of Non-GAAP Financial Measures.”

## Table of Contents

A summary of our financial results and key operational metrics is presented below.

(Dollars in millions except per share data)	16 Weeks Ended	
	04/21/13	04/15/12
Sales by company-operated restaurants	\$ 23.9	\$ 19.8
Franchise revenues (a)	35.2	31.7
Rent and other revenues	1.3	1.3
Total revenues	\$ 60.4	\$ 52.8
Operating profit	\$ 16.2	\$ 14.2
Net income	\$ 9.6	\$ 8.3
Earnings per common share, basic:	\$ 0.41	\$ 0.34
Earnings per common share, diluted:	\$ 0.40	\$ 0.34
<u>Global system-wide sales increase</u>	10.2%	11.8%
<u>Same-store sales increase (b)</u>		
Company-operated restaurants	3.1%	3.9%
Domestic franchised restaurants	4.6%	8.3%
Total domestic (company-operated and franchised restaurants)	4.5%	8.1%
International franchised restaurants	4.1%	2.3%
Total global system	4.5%	7.4%
<u>Company-operated restaurants (all domestic)</u>		
Restaurants at beginning of quarter	45	40
New restaurant openings	1	—
Restaurants at quarter-end	46	40
<u>Franchised restaurants (domestic and international)</u>		
Restaurants at beginning of quarter	2,059	1,995
New restaurant openings	39	26
Permanent closings	(24)	(17)
Temporary (closings)/re-openings, net	(1)	—
Restaurants at quarter-end	2,073	2,004
Total system restaurants	2,119	2,044

- (a) Franchise revenues are principally comprised of royalty payments from franchisees that are based upon franchisee sales. While franchisee sales are not recorded as revenue by the Company, we believe they are important in understanding the Company's financial performance and overall financial health, given the Company's strategic focus on growing its overall business through franchising. For the first quarter of 2013 and 2012, franchisee sales, as reported by our franchisees, were approximately \$706.6 million and \$643.3 million, respectively.
- (b) Same-store sales statistics exclude temporarily and permanently closed restaurants and stores that have been open for less than 65 weeks.

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## Table of Contents

### 2013 Same-Store Sales — First Quarter

Global same-store sales increased 4.5% compared to a 7.4% increase in 2012, for a two-year growth of 11.9%. Total domestic same-store sales increased 4.5% compared to an 8.1% increase last year. According to independent data, in the first quarter 2013, Popeyes same-store sales outpaced the Chicken-QSR category for the 20<sup>th</sup> consecutive quarter and the QSR category for the 6<sup>th</sup> consecutive quarter. International same-store sales increased 4.1% and represented the 13<sup>th</sup> consecutive quarter of positive same-store sales growth. First quarter two-year international same-store sales growth was 6.4%.

### Looking Forward to the Remainder of 2013

The Company expects its fiscal 2013 global same-store sales growth to be at the upper end of its previously stated guidance of 3 to 4% based on first quarter performance. As a result, the Company also expects adjusted earnings per diluted share to be at the upper end of the range of its previously stated guidance of \$1.37 to \$1.42.

The Company reiterates the following guidance for fiscal 2013 as follows:

- New restaurant openings in the range of 175-195 restaurants, and net restaurant openings in the range of 85 to 115.
  - Included in this total are 6 to 10 new Company-operated restaurants and approximately 60 international restaurants.
- General and administrative expenses are expected to be \$72 to \$74 million.
- Capital expenditures of \$24 to \$28 million, including the conversion of restaurants acquired in 2012 in California and Minnesota and the development of 6 to 10 Company-operated restaurants.
- An expected effective income tax rate in 2013 of 37% compared to 36.3% in 2012.
- The Company plans to repurchase approximately \$15 to \$20 million in outstanding shares, compared to \$15.2 million of share repurchases in 2012.

### Comparisons of the First Quarter for 2013 and 2012

#### Sales by Company-operated Restaurants

Sales by Company-operated restaurants were \$23.9 million in the first quarter of 2013, an increase of \$4.1 million from the first quarter of 2012. The increase was primarily due to a same-store sales increase of 3.1%, five new restaurant openings in 2012 and one in 2013.

#### Franchise Revenues

Franchise revenues have three basic components: (1) royalties that are based on a percentage (typically 5%) of franchisee sales; (2) franchise fees associated with new unit openings and renewals; and (3) development fees associated with the agreement pursuant to which a franchisee may develop new restaurants in a given market. Royalties are the largest component of franchise revenues, generally constituting more than 90% of franchise revenues.

Franchise revenues were \$35.2 million in the first quarter of 2013, a \$3.5 million increase from the first quarter of 2012. The increase was primarily due to a \$3.0 million increase in royalty revenue from positive same-store sales and new franchised restaurants and \$0.7 million in franchise fees associated with the conversion and franchising of three California and Minnesota restaurant properties acquired in 2012 partially offset by a \$0.2 million decrease in other franchise revenues, net.

## Table of Contents

### Company-operated Restaurant Operating Profit

Company-operated restaurant operating profit (“ROP”) was \$4.7 million, or 19.7% of sales, compared to \$3.8 million, or 19.2% of sales last year. The \$0.9 million increase in ROP was primarily due to an increase in same-store sales and sales at new company-operated restaurants. Company-operated restaurant operating profit margin is a supplemental non-GAAP measure of performance. See the heading entitled “Management’s Use of Non-GAAP Financial Measures.”

### General and Administrative Expenses

General and administrative expenses were \$22.0 million, or 3.0% of system-wide sales, compared to \$20.4 million, or 3.1% of system-wide sales last year.

The \$1.6 million increase in general and administrative expenses was primarily attributable to an \$0.8 million increase in international franchise development and marketing support expenses, \$0.3 million in marketing and menu development expenses, \$0.3 million in multi-unit management expenses in new Company-operated restaurant markets in Indianapolis and Charlotte, and a \$0.2 million increase in professional fees and other general and administrative expenses, net.

### Depreciation and amortization

Depreciation and amortization was \$1.8 million compared to \$1.3 million last year. The increase in depreciation and amortization is primarily attributable to depreciation associated with new company-operated restaurants, restaurant reimages, acquired restaurant properties converted and leased to franchisees in Minnesota and California, information technology assets and our corporate support center facility.

### Operating Profit

Operating profit was \$16.2 million, a \$2.0 million increase compared to 2012. The following is an analysis of the fluctuations in operating profit by business segment. Operating profit for each reportable segment includes operating results directly attributable to each segment plus a 5% inter-company royalty charge from franchise operations to company-operated restaurants.

(Dollars in millions)	16 Weeks Ended		Fluctuation	As a Percent
	4/21/2013	4/15/2012		
Franchise operations	\$ 15.8	\$ 13.8	\$ 2.0	14.5%
Company-operated restaurants	2.3	1.7	0.6	35.3%
Operating profit before unallocated expenses	18.1	15.5	2.6	16.8%
Less unallocated expenses:				
Depreciation and amortization	1.8	1.3	0.5	38.5%
Other expenses (income), net	0.1	—	0.1	
Total	\$ 16.2	\$ 14.2	\$ 2.0	14.1%

The \$2.0 million growth in franchise operations was primarily due to the \$3.5 million increase in franchise revenue partially offset by increases in general and administrative expenses related to international franchise development and marketing expenses, domestic marketing and menu development expenses and other professional fees.

Company-operated restaurants segment operating profit was \$2.3 million, a \$0.6 million or 35.3% increase from 2012. The increase in company-operated restaurants segment operating profit was attributable to a \$0.9 million increase in restaurant operating profit from higher same store sales and sales from new restaurants partially offset by higher multi-unit management expenses in new company-operated restaurant markets Indianapolis and Charlotte.

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## Table of Contents

### Income Tax Expense

Income tax expense was \$5.5 million at an effective tax rate of 36.4%, compared to an effective tax rate of 36.6% in 2012. The effective tax rates differ from statutory rates due to adjustments to estimated tax reserves, tax credits and permanent differences between reported income and taxable income for tax purposes.

### Liquidity and Capital Resources

We finance our business activities primarily with:

- cash flows generated from our operating activities, and
- borrowings under our 2010 Credit Facility.

Our franchise model provides diverse and reliable cash flows. Net cash provided by operating activities of the Company was \$10.0 million and \$10.4 million for the sixteen week periods ended April 21, 2013 and April 15, 2012, respectively. See our condensed consolidated statements of cash flows in Part 1, Item 1 to this quarterly report. Based primarily upon our generation of cash flow from operations, our existing cash reserves (approximately \$13.3 million available as of April 21, 2013), and available borrowings under our 2010 Credit Facility (approximately \$22.6 million available as of April 21, 2013), we believe that we will have adequate cash flow to meet our anticipated future requirements for working capital, including various contractual obligations and expected capital expenditures.

Our cash flows and available borrowings allow us to pursue our growth strategies. Our priorities in the use of available cash are:

- reinvestment in our core business activities that promote the Company's strategic initiatives,
- repurchase shares of our common stock, and
- reduction of long-term debt.

Our investment in core business activities includes our obligation to maintain our company-operated restaurants and provide marketing plans and operations support to our franchise system.

Under the terms of the Company's 2010 Credit Facility, quarterly principal payments of \$1.50 million will be due during 2013 and 2014, and \$4.50 million during 2015.

Pursuant to the 2010 Credit Facility, the Company is subject to a Total Leverage Ratio requirement of  $\leq 2.75$  to 1.0 through December 23, 2015. As of April 21, 2013, the Company's Total Leverage Ratio was 1.12 to 1.0. The Total Leverage Ratio is defined as the ratio of the Company's Consolidated Total Indebtedness to Consolidated EBITDA for the four immediately preceding fiscal quarters. Consolidated Total Indebtedness means, as at any date of determination, the aggregate principal amount of Indebtedness of the Company and its Subsidiaries.

The Company repurchased approximately 138,100 shares of our common stock for approximately \$5.0 million during the first quarter of 2013. As of May 29, 2013 the remaining value of shares that may be repurchased under the Company's current share repurchase program was approximately \$46.4 million. Under the terms of the 2010 Credit Facility, the Company may repurchase and retire its common shares at any time its Total Leverage Ratio is less than 2.00 to 1.

### Critical Accounting Policies and Significant Estimates

There have been no material changes to the Company's critical accounting policies and estimates from the information provided in Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations", included in the 2012 Form 10-K.

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## **Table of Contents**

### **Contractual Obligations**

The Company's material contractual obligations are summarized and included in our 2012 Form 10-K. During the sixteen weeks ended April 21, 2013, there have been no material changes outside the ordinary course of business in the contractual obligations specified in the 2012 Form 10-K.

### **Long-Term Debt**

For a discussion of our long-term debt, see Note 5 to our condensed consolidated financial statements at Part 1, Item 1 to this quarterly report. That note is hereby incorporated by reference into this Item 2. See Note 9 in the 2012 Form 10-K for more information about the Company's long-term debt.

### **Capital Expenditures**

Our capital expenditures consist of new unit construction and development, equipment replacements, the purchase of new equipment, reimaging our company-operated restaurants and investments in information technology hardware and software. Substantially all of our capital expenditures have been financed using cash provided from operating activities and borrowings under our 2010 Credit Facility.

During the sixteen weeks ended April 21, 2013, we invested approximately \$8.2 million in various capital projects, comprised of \$3.5 million for the conversion of restaurants in California and Minnesota, \$3.1 million for the construction of new restaurants, \$0.2 million for information technology hardware and software, \$1.1 million for reimaging activities at company restaurants, and \$0.3 million in other capital assets supporting the Company's growth strategies.

During the sixteen week period ended April 15, 2012, we invested approximately \$1.2 million in various capital projects, including approximately \$1.0 million in company restaurant reimages and construction, \$0.1 million of IT projects and \$0.1 million in other capital assets to maintain, replace and extend the lives of company-operated restaurant facilities and equipment.

### **Impact of Inflation**

The impact of inflation on the cost of food, labor, fuel and energy costs, and other commodities has impacted our operating expenses. To the extent permitted by the competitive environment in which we operate, increased costs are partially recovered through menu price increases coupled with purchasing prices and productivity improvements.

### **Recently Adopted Accounting Pronouncements**

For a discussion of recently adopted accounting pronouncements, see Note 2 to our condensed consolidated financial statements at Part 1, Item 1 to this quarterly report.

### **Accounting Pronouncements That We Have Not Yet Adopted**

Accounting standards that have been issued by the FASB or other standards-setting bodies that do not require adoption until a future date are expected to have an immaterial impact on the financial statements upon adoption.

## Table of Contents

### Management's Use of Non-GAAP Financial Measures

Adjusted earnings per diluted share, Operating EBITDA, Company-operated restaurant operating profit and Free cash flow are supplemental non-GAAP financial measures. The Company uses Adjusted earnings per diluted share, Operating EBITDA, Company-operated restaurant operating profit and Free cash flow, in addition to net income, operating profit and cash flows from operating activities to assess its performance and believes it is important for investors to be able to evaluate the Company using the same measures used by management. The Company believes these measures are important indicators of its operational strength and performance of its business. Adjusted earnings per diluted share, Operating EBITDA, Company-operated restaurant operating profit and Free cash flow as calculated by the Company are not necessarily comparable to similarly titled measures reported by other companies. In addition, Adjusted earnings per diluted share, Operating EBITDA, Company-operated restaurant operating profit and Free cash flow: (a) do not represent net income, cash flows from operations or earnings per share as defined by GAAP; (b) are not necessarily indicative of cash available to fund cash flow needs; and (c) should not be considered as an alternative to net income, earnings per share, operating profit, cash flows from operating activities or other financial information determined under GAAP.

#### *Adjusted Earnings per Diluted Share: Calculation and Definition*

The Company defines adjusted earnings for the periods presented as the Company's reported net income after adjusting for certain non-operating items consisting of the following:

- (i) other expense (income), net, as follows:
  - first quarter 2013 includes \$0.1 million in asset write downs;
  - first quarter 2012 includes \$0.1 million in asset write downs offset by \$0.1 million gain on the sale of assets;
  - fiscal 2012 includes \$0.9 million in gains on sale of real estate assets to franchisees, partially offset by \$0.3 million of asset write downs and \$0.1 million of hurricane-related expenses, net;
- (ii) for first quarter 2012 and fiscal 2012, \$0.5 million in legal fees related to licensing arrangements; and
- (iii) the tax effect of these adjustments.

Adjusted earnings per diluted share provides the per share effect of adjusted net earnings on a diluted basis. The following table reconciles on a historical basis for first quarter 2013, first quarter 2012 and fiscal 2012, the Company's adjusted earnings per diluted share on a consolidated basis to the line on its condensed consolidated statements of operations entitled net income, which the Company believes is the most directly comparable GAAP measure on its condensed consolidated statements of operations to adjusted earnings per diluted share:

(in millions, except per share data)	Q1 2013	Q1 2012	Fiscal 2012
Net income	\$ 9.6	\$ 8.3	\$30.4
Other expense (income), net	0.1	-	(0.5)
Legal fees related to licensing arrangements	-	0.5	0.5
Tax effect	(0.1)	(0.2)	-
Adjusted earnings	\$ 9.6	\$ 8.6	\$30.4
Adjusted earnings per diluted share	\$0.40	\$0.35	\$1.24
Weighted average diluted shares outstanding	24.3	24.6	24.5

## Table of Contents

### *Operating EBITDA: Calculation and Definition*

The Company defines Operating EBITDA as “earnings before interest expense, taxes, depreciation and amortization, other expenses (income), net and legal fees related to licensing arrangements”. The following table reconciles on a historical basis for first quarter 2013 and first quarter 2012, the Company’s earnings before interest expense, taxes, depreciation and amortization, other expenses (income), net and legal fees related to licensing arrangements (“Operating EBITDA”) on a consolidated basis to the line on its condensed consolidated statements of operations entitled net income, which the Company believes is the most directly comparable GAAP measure on its condensed consolidated statements of operations to Operating EBITDA. “Operating EBITDA as a percentage of Total revenues” is defined as “Operating EBITDA” divided by “Total revenues”.

(dollars in millions)	Q1 2013	Q1 2012
Net income	\$ 9.6	\$ 8.3
Interest expense, net	1.1	1.1
Income tax expense	5.5	4.8
Depreciation and amortization	1.8	1.3
Other expenses (income), net	0.1	-
Legal fees related to licensing arrangements	-	0.5
Operating EBITDA	\$ 18.1	\$ 16.0
Total revenues	\$ 60.4	\$ 52.8
Operating EBITDA as a percentage of Total revenues	30.0%	30.3%

### *Company-operated restaurant operating profit: Calculation and Definition*

The Company defines adjusted Company-operated restaurant operating profit as “sales by Company-operated restaurants” minus “restaurant employee, occupancy and other expenses” minus “restaurant food, beverages and packaging”. The following table reconciles on a historical basis for first quarter 2013 and first quarter 2012, Company-operated restaurant operating profit to the line item on its condensed consolidated statements of operations entitled “sales by Company-operated restaurants,” which the Company believes is the most directly comparable GAAP measure on its condensed consolidated statements of operations to Company-operated restaurant operating profit. “Company-operated restaurant operating profit margin” is defined as “Company-operated restaurant operating profit” divided by “sales by Company-operated restaurants”.

(dollars in millions)	Q1 2013	Q1 2012
Sales by company-operated restaurants	\$ 23.9	\$ 19.8
Restaurant employee, occupancy and other expenses	11.3	9.4
Restaurant food, beverages and packaging	7.9	6.6
Company-operated restaurant operating profit	\$ 4.7	\$ 3.8
Company-operated restaurant operating profit margin	19.7%	19.2%



## Table of Contents

### *Free Cash Flow: Calculation and Definition*

The Company defines Free cash flow as “net income” plus “depreciation and amortization”, plus “stock-based compensation expense”, minus “maintenance capital expenditures” (which includes: for first quarter 2013, \$1.1 million in Company-operated restaurant reimages and \$0.2 million of information technology hardware and software and other capital assets to maintain, replace and extend the lives of Company-operated restaurant facilities; and for first quarter 2012, \$1.0 million in Company-operated restaurant reimages, \$0.02 million of information technology projects and other capital assets to maintain, replace and extend the lives of Company-operated restaurant facilities).

The following table reconciles on a historical basis for first quarter 2013 and first quarter 2012, the Company’s Free cash flow on a condensed consolidated basis to the line on its condensed consolidated statements of operations entitled “Net income”, which the Company believes is the most directly comparable GAAP measure on its consolidated statement of operations to Free cash flow. “Free cash flow margin” is defined as “Free cash flow” divided by “Total revenue.”

(dollars in millions)	Q1 2013	Q1 2012
Net income	\$9.6	\$8.3
Depreciation and amortization	1.8	1.3
Stock-based compensation expense	1.4	1.4
Maintenance capital expenditures	(1.3)	(1.2)
Free cash flow	\$11.5	\$9.8
Total revenue	\$60.4	\$52.8
Free cash flow margin	19.0%	18.6%

### **Forward-Looking Statements**

This quarterly report on Form 10-Q contains “forward-looking statements” within the meaning of the federal securities laws. Statements regarding future events and developments and our future performance, as well as management’s current expectations, beliefs, plans, estimates or projections relating to the future, are forward-looking statements within the meaning of these laws. These forward-looking statements are subject to a number of risks and uncertainties. Examples of such statements in this quarterly report on Form 10-Q include discussions regarding the Company’s planned implementation of its strategic plan, planned share repurchases, projections and expectations regarding same-store sales for fiscal 2013 and beyond, expectations regarding future growth and commodity costs, expectations regarding restaurant reimagining, guidance for new restaurant openings and closures, effective income tax rate, and the Company’s anticipated 2013 and long-term performance, including projections regarding general and administrative expenses, capital expenditures, and adjusted earnings per diluted share, and similar statements of belief or expectation regarding future events. Among the important factors that could cause actual results to differ materially from those indicated by such forward-looking statements are: competition from other restaurant concepts and food retailers, continued disruptions in the financial markets, the loss of franchisees and other business partners, labor shortages or increased labor costs, increased costs of our principal food products, changes in consumer preferences and demographic trends, as well as concerns about health or food quality, instances of avian flu or other food-borne illnesses, general economic conditions, the loss of senior management and the inability to attract and retain additional qualified management personnel, limitations on our business under our 2010 Credit Facility, our ability to comply with the repayment requirements, covenants, tests and restrictions contained in our 2010 Credit Facility, failure of our franchisees, a decline in the number of franchised units, a decline in our ability to franchise new units, slowed expansion into new markets, unexpected and adverse fluctuations in quarterly results, increased government regulation, effects of volatile gasoline prices, supply and delivery shortages or interruptions, currency, economic and political factors that affect our international operations, inadequate protection of our intellectual property and liabilities for environmental contamination and the other risk factors detailed in the Company’s 2012 Annual Report on Form 10-K and other documents we file with the Securities and Exchange Commission. Therefore, you should not place undue reliance on any forward-looking statements.

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## Table of Contents

### Item 3. Quantitative and Qualitative Disclosures About Market Risk

**Commodity Market Risk.** We are exposed to market risk from changes in poultry and other commodity prices. Chicken is the principal raw material for our Popeyes operations, constituting approximately 40% of our combined “Restaurant food, beverages and packaging” costs. Food costs are significantly affected by increases in the cost of chicken, which can result from a number of factors, including increases in the cost of corn and soy, disease, declining market supply of fast-food sized chickens and other factors that affect availability. Restaurant food, beverages and packaging costs are further affected by increases in the cost of other commodities including shortening, wheat, gas and utility price fluctuations. Our ability to recover increased costs through higher pricing is limited by the competitive environment in which we operate.

In order to ensure favorable pricing for fresh chicken purchases and to maintain an adequate supply of fresh chicken for the Popeyes system, Supply Management Services, Inc. (a not-for-profit purchasing cooperative of which we are a member) has entered into chicken pricing contracts with chicken suppliers. The contracts, which pertain to a vast majority of our system-wide purchases for Popeyes, are “cost-plus” contracts that utilize prices based upon the cost of feed grains plus certain agreed upon non-feed and processing costs. In order to stabilize pricing for the Popeyes system, Supply Management Services, Inc. has entered into commodity pricing agreements for 2013 for certain commodities including corn and soy, which impact the price of poultry and other food cost.

Instances of food-borne illness or avian flu could adversely affect the price and availability of poultry. In addition to losses associated with higher prices and a lower supply of our food ingredients, instances of food-borne illnesses could result in negative publicity for us and could result in a decline in our sales.

**Foreign Currency Exchange Rate Risk.** We are exposed to foreign currency exchange rate risk associated with our international franchise operations. Foreign currency exchange rate changes directly impact our revenues and cash flows from these operations. For the sixteen weeks ended April 21, 2013 and April 15, 2012, foreign currency revenues represented approximately 4.4% and 4.3%, respectively, of our total revenues. All other things being equal, for the sixteen weeks ended April 21, 2013, operating profit would have decreased by approximately \$0.2 million if all foreign currencies uniformly weakened 10% relative to the U.S. dollar.

As of April 21, 2013, approximately \$1.1 million of our accounts receivable were denominated in foreign currencies. Our international franchised operations are in 28 foreign countries with approximately 45% of our revenues from international royalties originating from restaurants in Korea, Canada and Turkey.

**Interest Rate Risk With Respect to our 2010 Credit Facility.** We have a market risk exposure to changes in interest rates. Borrowings made pursuant to the 2010 Credit Facility include interest rates that are benchmarked to U.S. and European short-term floating-rate interest rates. As of April 21, 2013, we had outstanding borrowings under our 2010 Credit Facility of \$65.5 million.

On February 22, 2011, the Company entered into new interest rate swap agreements limiting the interest rate exposure on \$30.0 million of the term loan debt to a fixed rate of 4.8%. The term of the swap agreements expires March 31, 2015.

As of April 21, 2013, the Company’s weighted average interest rate for all outstanding indebtedness under the 2010 Credit Facility, including the effect of the interest rate swap agreements, was approximately 3.7%. The impact on our annual results of operations of a hypothetical one-point interest rate change on the outstanding borrowings under the 2010 Credit Facility would be approximately \$0.4 million, taking into account our interest rate swap agreements.

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## Table of Contents

### Item 4. Controls and Procedures

#### *(a) Disclosure Controls and Procedures*

Disclosure controls and procedures are controls and other procedures of a registrant designed to ensure that information required to be disclosed by the registrant in the reports that it files or submits under the Securities Exchange Act of 1934 (the “Exchange Act”) are properly recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission’s (“SEC”) rules and forms. Disclosure controls and procedures include processes to accumulate and evaluate relevant information and communicate such information to a registrant’s management, including its principal executive and financial officers, as appropriate, to allow for timely decisions regarding required disclosures.

#### *(b) CEO and CFO Certifications*

Attached as Exhibit 31.1 and 31.2 to this quarterly report are certifications by our Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”). These certifications are required in accordance with Section 302 of the Sarbanes-Oxley Act of 2002. This portion of our quarterly report describes the results of our controls evaluation referred to in those certifications.

#### *(c) Our Evaluation of AFC’s Disclosure Controls and Procedures*

As of the end of the period covered by this report, we evaluated the effectiveness of the design and operation of AFC’s disclosure controls and procedures, as required by Rule 13a-15 of the Exchange Act. This evaluation was carried out under the supervision and with the participation of our management, including our CEO and CFO. Based on the evaluation as of the end of the period covered by this report, our CEO and CFO concluded that our disclosure controls and procedures were effective to ensure that information required to be disclosed by us in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC’s rules and forms.

#### *(d) Changes in Internal Control Over Financial Reporting*

There were no changes to our internal control over financial reporting or in other factors that materially affected, or are reasonably likely to materially affect, our internal control over financial reporting during the period covered by this report.

#### *(e) Inherent Limitations of Any Control System*

We do not expect that our disclosure controls and procedures or our internal control over financial reporting will prevent all error and all fraud. A control system, no matter how well designed and operated, can provide only reasonable, not absolute, assurance that the control system’s objectives will be met. However, the control system has been designed to provide reasonable assurance of the control objectives are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, no evaluation of controls can provide absolute assurance that all control issues and instances of fraud, if any, within the company have been detected.

## Table of Contents

### PART 2. OTHER INFORMATION

#### Item 1. Legal Proceedings

For a discussion of our legal matters, see Note 9 to our condensed consolidated financial statements at Part 1, Item 1 to this quarterly report. That note is hereby incorporated by reference into this Part 2, Item 1.

#### Item 1A. Risk Factors

There have been no material changes to the risk factors presently disclosed in our 2012 Form 10-K.

#### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

During the first quarter of 2013, we repurchased 138,100 of our common shares as scheduled below:

<b>Period</b>	<b>Number of Shares Repurchased</b>	<b>Average Price Paid Per Share</b>	<b>Total Number of Shares Repurchased as Part of a Publicly Announced Plan</b>	<b>Maximum Value of Shares that May Yet Be Repurchased Under the Plan</b>
Period 1 12/31/12 — 1/27/13	—	\$ —	—	\$ 51,427,848
Period 2 1/28/13 — 2/24/13	—	\$ —	—	\$ 51,427,848
Period 3 2/25/13 — 3/24/13	—	\$ —	—	\$ 51,427,848
Period 4 3/25/13 — 4/21/13	138,100	\$ 36.12	138,100	\$ 46,439,726
Total	138,100	\$ 36.12	138,100	\$ 46,439,726

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## Table of Contents

### Item 6. Exhibits

#### (a) Exhibits

Exhibit 3.1	Articles of Incorporation of AFC Enterprises, Inc., as amended (incorporated by reference to Exhibit 3.1 of the Registrant's Quarterly Report on Form 10-Q for the quarterly period ended July 14, 2002).
Exhibit 3.2	Amended and Restated Bylaws of Registrant (incorporated by reference to Exhibit 3.1 of the Registrant's Current Report on Form 8-K filed April 16, 2008).
Exhibit 11.1*	Statement Regarding Composition of Per Share Earnings.
Exhibit 31.1	Certification pursuant to Rule 13a — 14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 31.2	Certification pursuant to Rule 13a — 14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.1	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 32.2	Certification pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
Exhibit 101	The following financial information for the Company, formatted in XBRL (Extensible Business Reporting Language): (i) the Condensed Consolidated Balance Sheets, (ii) the Condensed Consolidated Statements of Operations, (iii) the Condensed Consolidated Statement of Changes in Shareholders' Equity, (iv) the Condensed Consolidated Statements of Cash Flows, and (v) the Notes to the Unaudited Condensed Consolidated Financial Statements.

\* Data required by FASB authoritative guidance for Earnings per Share, is provided in Note 12 to our condensed consolidated financial statements in Part 1, Item 1 to this quarterly report.

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**Table of Contents**

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

AFC Enterprises, Inc.

Date: May 29, 2013

By: /s/ H. Melville Hope, III  
H. Melville Hope, III  
Chief Financial Officer  
(Duly Authorized Officer and Principal)

## CERTIFICATION

I, Cheryl A. Bachelder certify that:

1. I have reviewed this quarterly report on Form 10-Q of AFC Enterprises, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2013

/s/ Cheryl A. Bachelder  
Cheryl A. Bachelder  
Chief Executive Officer  
(Principal Executive Officer)

## CERTIFICATION

I, H. Melville Hope, III, certify that:

1. I have reviewed this quarterly report on Form 10-Q of AFC Enterprises, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 29, 2013

/s/ H. Melville Hope, III

H. Melville Hope, III  
Chief Financial Officer

(Principal Financial and Accounting Officer)



CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Quarterly Report on Form 10-Q of AFC Enterprises, Inc. (the "Corporation") for the period ended April 21, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Executive Officer of the Corporation, certifies that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: May 29, 2013

/s/ Cheryl A. Bachelder

Cheryl A. Bachelder

Chief Executive Officer

(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and in connection with the Quarterly Report on Form 10-Q of AFC Enterprises, Inc. (the "Corporation") for the period ended April 21, 2013 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), the undersigned, the Chief Financial Officer of the Corporation, certifies that:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Corporation.

Date: May 29, 2013

/s/ H. Melville Hope, III  
H. Melville Hope, III  
Chief Financial Officer  
(Principal Financial and Accounting Officer)